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**UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK**

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In re:	:
	:
DPH HOLDINGS CORP, <i>et al.</i> ,	:
	:
-----X	
DELPHI AUTOMOTIVE SYSTEMS, LLC,	:
	:
Plaintiff,	:
	:
v.	:
	:
FLORIDA PRODUCTION ENGINEERING, INC.	:
	:
Defendant.	:
-----X	

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF VOLUSIA    )

**AFFIDAVIT OF JIM MCKINLEY OF FLORIDA PRODUCTION ENGINEERING, INC.  
SUPPORTING BRIEF IN OPPOSITION TO REORGANIZED DEBTORS' MOTION  
FOR LEAVE TO FILE AMENDED COMPLAINTS**

**JIM MCKINLEY**, does solemnly swear and affirm:

1. I am the Director of Finance at Florida Production Engineering, Inc. ("FPE"), the defendant in the above-captioned adversary proceeding. I am submitting this affidavit in support of FPE's Brief in Opposition to the Motion of Delphi Automotive Systems, LLC ("DAS" or "Reorganized Debtors") to file an amended complaint against FPE to recover \$5,697,434.36 in alleged transfers, and pursuant to the direction of this Court in the hearing conducted on June 21, 2011 on the Debtor's Motion for Leave to Amend Complaints.

**FPE Never Received Notice of the Extension Motions and Orders and the Disclosure Statement and Plan of Reorganization**

2. FPE is a "no notice" defendant in these proceedings. FPE filed a proof of claim against Delphi Automotive Systems, LLC, on July 27, 2006 [Claim No. 11544], but withdrew that claim on October 11, 2006 [D.I. 5289]. Thus, the Defendant was not on the ECF notice list (the "2002 List") that Delphi used to serve its various motions regarding its sealing of preference complaints and extensions to serve the complaints (the "Extension Motions") and the orders granting the Extension Motions (the "Extension Orders").

3. As a result:

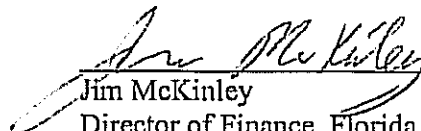
- a) FPE did not receive notice of the August 6, 2007 Preservation of Estate Claims Motion, D.I. 8905, or the order granting it. D.I. 9105. *See* Affidavit of Service, D.I. 9039; Affidavit of Service, D.I. 9141.
- b) FPE did not receive notice of the February 8, 2008 Extension of Avoidance Action Service Deadline Motion, D.I. 12922 or the order

granting it. D.I. 13277. *See* Affidavit of Service, D.I. 12970; *See* Affidavit of Service, D.I. 13315.

- c) FPE did not receive notice of the April 20, 2008 Postconfirmation Extension of Avoidance Action Service Deadline Motion, D.I. 13361 or the order granting it. D.I. 13484. *See* Affidavit of Service. D.I. 13415; Affidavit of Service, D.I. 13540; and
- d) FPE did not receive notice of the October 2, 2009 Supplemental Postconfirmation Extension of Avoidance Action Service Deadline Motion, D.I. 18952 or order granting it. D.I. 18999. *See* Affidavit of Service. D.I. 18967. Upon information and belief, D.I. 18999 was not served until after the Original Complaint was unsealed; and
- e) FPE did not receive notice of the December 2007 Disclosure Statement, D.I.11388, *See* Affidavit of Service, D.I. 11972.

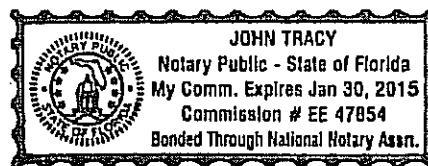
4. Having no notice that it had been sued or that the time for service of the secret complaint against it had been extended multiple times, FPE did not take any steps to organize or preserve information with regards to Delphi. Therefore, FPE has been prejudiced in its ability to defend this adversary proceeding by Delphi's delay in serving the complaint.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing is true and correct.

  
Jim McKinley  
Director of Finance, Florida Production  
Engineering, Inc.

Subscribed and Sworn to and subscribed before me,  
this 6 day of July, 2011.

  
Notary Public John Tracy  
My Commission Expires: Jan 30, 2015



**CERTIFICATE OF SERVICE**

I, Jason A. Nagi, hereby certify that on the 11th day of July, 2011, a true and correct copy of the foregoing Affidavit of Jim McKinley of Florida Production Engineering, Inc. Supporting Brief in Opposition to Reorganized Debtors' Motion for Leave to File Amended Complaints was served electronically by ECF notification from the Court to Plaintiffs' counsel, and courtesy copies sent via first class mail to:

Eric Fisher  
Butzel Long PC  
380 Madison Avenue, 22nd Floor  
New York, NY 10017

/s/ Jason A. Nagi